

Attachment B - Articles of Incorporation and Certificate of Authority

See Attached

**STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF EXISTENCE**

To Whom These Presents Come, Greeting:

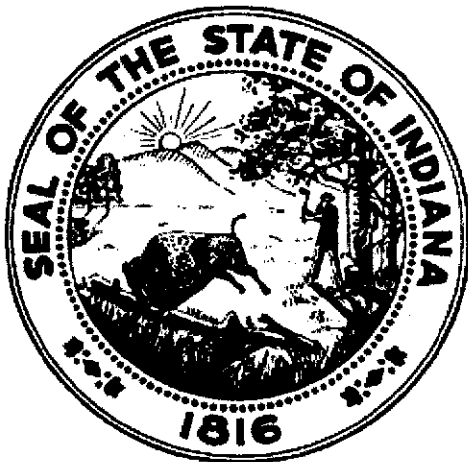
I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper office to execute this certificate.

I further certify that records of this office disclose that

NECC TELECOM, INC.

duly filed the requisite documents to commence business activities under the laws of the State of Indiana on January 28, 2002, and was in existence or authorized to transact business in the State of Indiana on May 1, 2002.

I further certify this For-Profit Domestic Corporation has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution or expiration has been filed or taken place.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this First day of May, 2002.

Sue Anne Gilroy

SUE ANNE GILROY, Secretary of State

2002012900659 / 2002050155725

APPROVED
AND
FILED
IND. SECRETARY OF STATE

INDIAN SECRETARY



ARTICLES OF INCORPORATION
State Form 4152 (R10 / 8-95)
Approved by State Board of Accounts 1995

SUE ANNE GILROY
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington St., Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-4576

INSTRUCTIONS: Use 8 1/2" x 11" white paper for inserts.
Present original and two (2) copies to address in upper right corner of this form.
Please TYPE or PRINT.
Upon completion of filing, the Secretary of State will issue a receipt.

Indiana Code 23-1-21-2
FILING FEE: \$80.00

ARTICLES OF INCORPORATION	
The undersigned, desiring to form a corporation (hereinafter referred to as "Corporation") pursuant to the provisions of:	
<input checked="" type="checkbox"/> Indiana Business Corporation Law	<input type="checkbox"/> Indiana Professional Corporation Act 1983, Indiana Code 23-1-5-1-1, et seq. (Professional corporations must include Certificate of Registration.)
As amended, executes the following Articles of Incorporation:	

ARTICLE I - NAME AND PRINCIPAL OFFICE			
Name of Corporation (the name must include the word "Corporation", "Incorporated", "Limited", "Company" or an abbreviation thereof.)			
NECC TELECOM, INC.			
Principal Office: The address of the principal office of the Corporation is: 1209 WINDMILL LANE			
Post office address	City	State	ZIP code
	JEFFERSONVILLE	IN	47130

ARTICLE II - REGISTERED OFFICE AND AGENT			
Registered Agent: The name and street address of the Corporation's Registered Agent and Registered Office for service of process are:			
Name of Registered Agent: DANIEL POPA			
Address of Registered Office (street or building): 1209 WINDMILL LN			
City	State	ZIP code	
JEFFERSONVILLE	Indiana	47130	

ARTICLE III - AUTHORIZED SHARES	
Number of shares the Corporation is authorized to issue: 1000	
If there is more than one class of shares, shares with rights and preferences, list such information as "Exhibit A."	

ARTICLE IV - INCORPORATORS (the name(s) and address(es) of the incorporator(s) of the corporation)				
NAME	NUMBER AND STREET OR BUILDING	CITY	STATE	ZIP CODE
Daniel Popa	1209 Windmill Ln	Jeffersonville	IN	47130

In Witness Whereof, the undersigned being all the incorporators of said Corporation execute these Articles of Incorporation and verify, subject to penalties of perjury, that the statements contained herein are true.

On this 9th day of JANUARY 2002

Signature	Printed name
	Daniel Popa
Signature	Printed name
Signature	Printed name

This instrument was prepared by: (name)

Address (number, street, city and state)

ZIP code



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JUNE 11, 2002

6227-657-6

SERBAN APOSTOLIINA
1607 E. BIG BEAVER RD #250
TROY, MICHIGAN 48083

RE NECC TELECOM, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE AUTHORITY ACKNOWLEDGING REGISTRATION.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

Form **BCA-13.15**
(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
<http://www.sos.state.il.us>

This space for use by Secretary of State

FILED

JUN 11 2002

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 6-11-02
License Fee \$
Franchise Tax \$ 25.00
Filing Fee \$ 75.00
Penalties \$
Approved: \$100.00

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

1. (a) CORPORATE NAME: NECC TELECOM, INC.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: N/A
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: INDIANA

(b) Date of Incorporation: 01/28/2002

(c) Period of Duration: PERPETUAL

3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:
(If none, so state)

1607 E. BIG BEAVER ROAD SUITE # 250
TROY, MI 48083

N/A

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent BUSINESS FILINGS INCORPORATED
First Name Middle Name Last Name

Registered Office 1 WEST OLD STATE CAPITAL PLAZA 805
Number Street Suite #

SPRINGFIELD 62701
City ZIP Code

SANGAMON
County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

INDIANA, ARKANSAS, CALIFORNIA, FLORIDA, IDAHO, MICHIGAN, MINNESOTA, MISSOURI, NE

6. Names and residential addresses of officers and directors:

	Name	No. & Street	City	State	ZIP
President	DANIEL POPA	1209 WINDMILL LANE	JEFFERSONVILLE	IN	47130
Secretary	SERBAN APOSTOLINA	1009 E 13 MILE RD	ROYAL OAK	MI	48073
Director					
Director					
Director					

If more than 3, attach list